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FILED
2002 JUN 10 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 534218 8466A

AUTHORIZATION :

RESUBMIT

COST LIMIT : \$ 35.00

Please give original
submission date as file date.

ORDER DATE : December 26, 2001

ORDER TIME : 4:17 PM

ORDER NO. : 534218-590

CUSTOMER NO: 8466A

200005727432--4

CUSTOMER: Ms. Debra E. Aldred
Fifth Third Bank
Mail Drop # 10at76
38 Fountain Square Plaza
Cincinnati, OH 45263

CHANGE OF AGENT

NAME: FIFTH THIRD AUTO LEASING
TRUST

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

C. Coulllette JUN 10 2002

CONTACT PERSON: Mimi Stephens

RECEIVED
02 JUN 10 AM 8:59
DEPARTMENT OF STATE
DIVISION OF CORPORATE AND
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : _____

FIFTH THIRD AUTO LEASING TRUST

2. The mailing address of the corporation : 38 FOUNTAIN SQUARE PLAZA

CINCINNATI, OH 45263

3. Date of incorporation/qualification: November 3, 2000 Document number: D00000000031

4. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the new registered agent (if changed) and/or registered office (if changed) (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Paul L. Reynolds
(Signature of an officer, chairman or vice chairman of the board)

6/4/02
(Date)

Paul L. Reynolds, Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company

Cynthia L. Harris
(Signature of Registered Agent)

6/7/02
(Date)

If signing on behalf of an entity:
**Cynthia L. Harris
as its agent**

(Typed or Printed Name)

(Capacity)

***** FILING FEE: \$35.00 *****